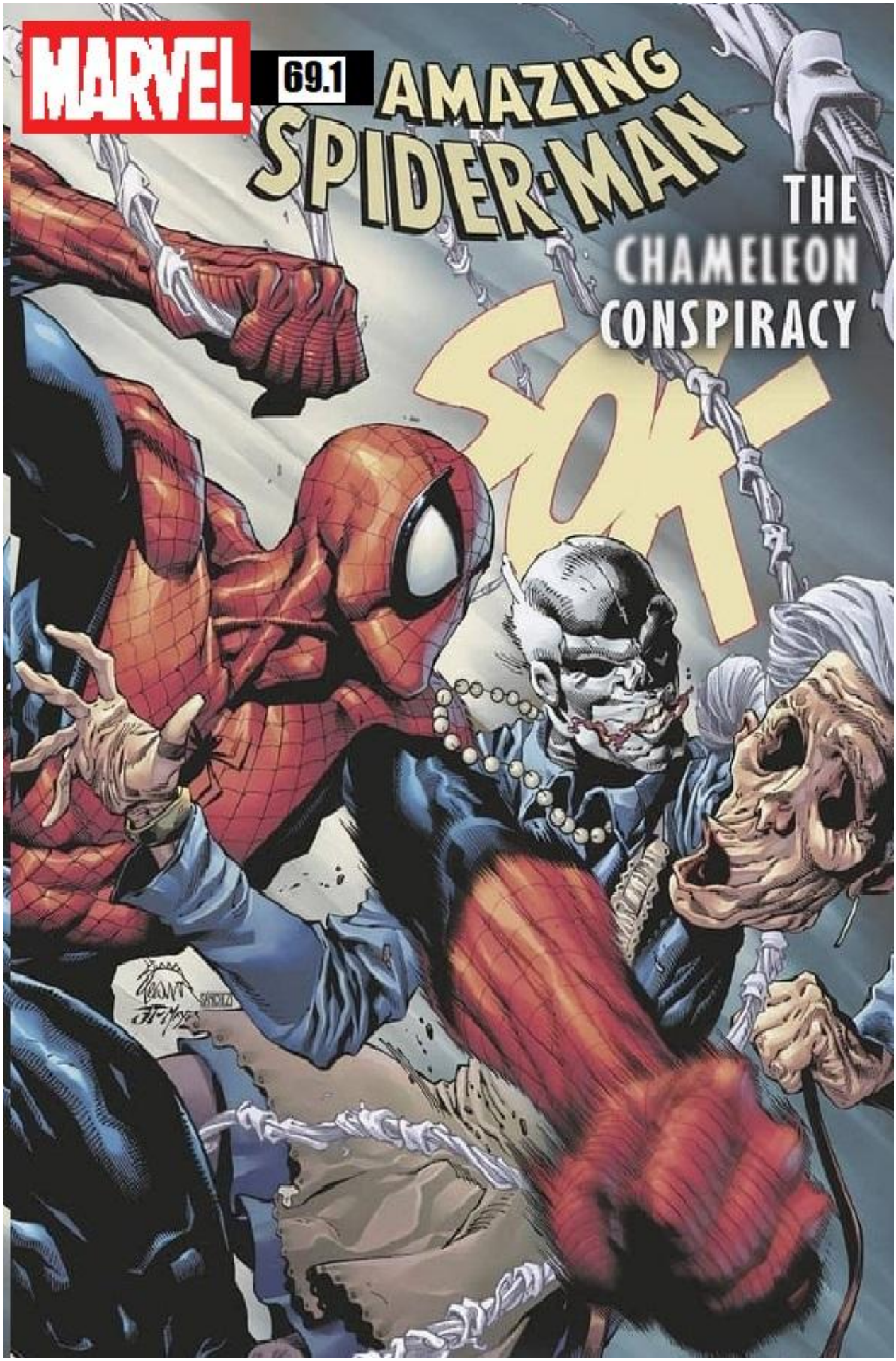
MARVEL
69.1
AMAZING SPIDER-MAN
THE CHAMELEON CONSPIRACY

PETER PARKER was bitten by a radioactive spider and gained the proportional speed, strength, and agility of a SPIDER, adhesive fingertips and toes, and the unique precognitive awareness of danger called "SPIDER-SENSE"! After the tragic death of his Uncle Ben, Peter understood that with great power there must also come great responsibility. He became the crimefighting super hero called...

The Amazing SPIDER-MAN

CHAMELEON CONSPIRACY Conclusion

Peter Parker's lab partner, Jamie Tolentino, invented a device called the Clairvoyant to predict the future. He used it to gamble with super villains and pay for his mom's medical treatments with his winnings until it ran out of power and he went in debt to super-casino owner Chance. Chance and his partner, the Foreigner, coerced Jamie into stealing a power source called the Catalyst. They were all shocked when the Foreigner's minions, the Jack O'Lanterns, stole the Catalyst and a bunch of villains attacked Chance's flying casino, the Palace, on behalf of the Finisher!

The Finisher has much to tell Peter's superspy sister, Teresa. She was lured by the Chameleon to a Symkarian prison where the Finisher and Chameleon revealed what appears to be a whole gang of Chameleons.

This all means that Peter Parker is in WAY over his head. Luckily, he's not alone. His reporter friend Betty Brant and her (long-believed-dead) husband, Ned Leeds, aren't going to abandon him now!

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IT'S BEEN YEARS SINCE I'VE SEEN NED LEEDS. A GOOD FRIEND AND MAYBE HORRIBLE ENEMY?
THE HOBGOBLIN OF IT ALL IS A LITTLE COMPLICATED.
FOR A LONG TIME, I THOUGHT THAT NED WAS THE HOBGOBLIN. THOUGHT THAT THE SAME MAN WHO'D INVITED PETER PARKER TO BE THE BEST MAN AT HIS AND BETTY'S WEDDING ALSO SPENT ALL HIS FREE TIME TRYING TO BLOW UP SPIDER-MAN.
BUT IT WAS ALL A SETUP.
HE WAS GIVEN GOBLIN SERUM AND BRAINWASHED INTO THINKING HE WAS THE HOBGOBLIN...
...BY THE 100% LEGIT REAL-DEAL HOBGOBLIN, RODERICK KINGSLEY.
WHO THEN SERVED NED UP TO THE FOREIGNER WHEN HE WANTED TO RETIRE THE HOBGOBLIN FOR GOOD.
UP UNTIL YESTERDAY, I THOUGHT NED WAS DEAD. KILLED WHILE WE WERE ON ASSIGNMENT IN GERMANY...BUT APPARENTLY NOT.

AND NOW...YEARS SINCE I'VE SEEN MY GOOD FRIEND AND WITHIN AN HOUR OF OUR BIG HOLY-CRAP-YOU'RE-NOT-ACTUALLY-DEAD REUNION, HERE WE ARE, SWINGING OVER MANHATTAN...
THERE.
WHERE? I DON'T SEE ANYTHING?
...LOOKING FOR SOME INVISIBLE BAD-GUY HIDEOUT IN THE SKY.
THWIP
TRUST ME.
SEE?
HERE TO RESCUE YET ANOTHER FRIEND...
...WHO MAY OR MAY NOT BE HELPING THE ABOVEMENTIONED BAD GUYS.
OKAY, HANG BACK WHILE I...
...GET THINGS UNDER CONTROL?

SMASH
UGHHH...
CHAMELEON?!
BAD NEWS, CHANCE.
WE ALL ARE.
WAIT... NO... NOT ALL OF US.
AW MAN, THIS IS GONNA REALLY DO A NUMBER ON MY BRAND.

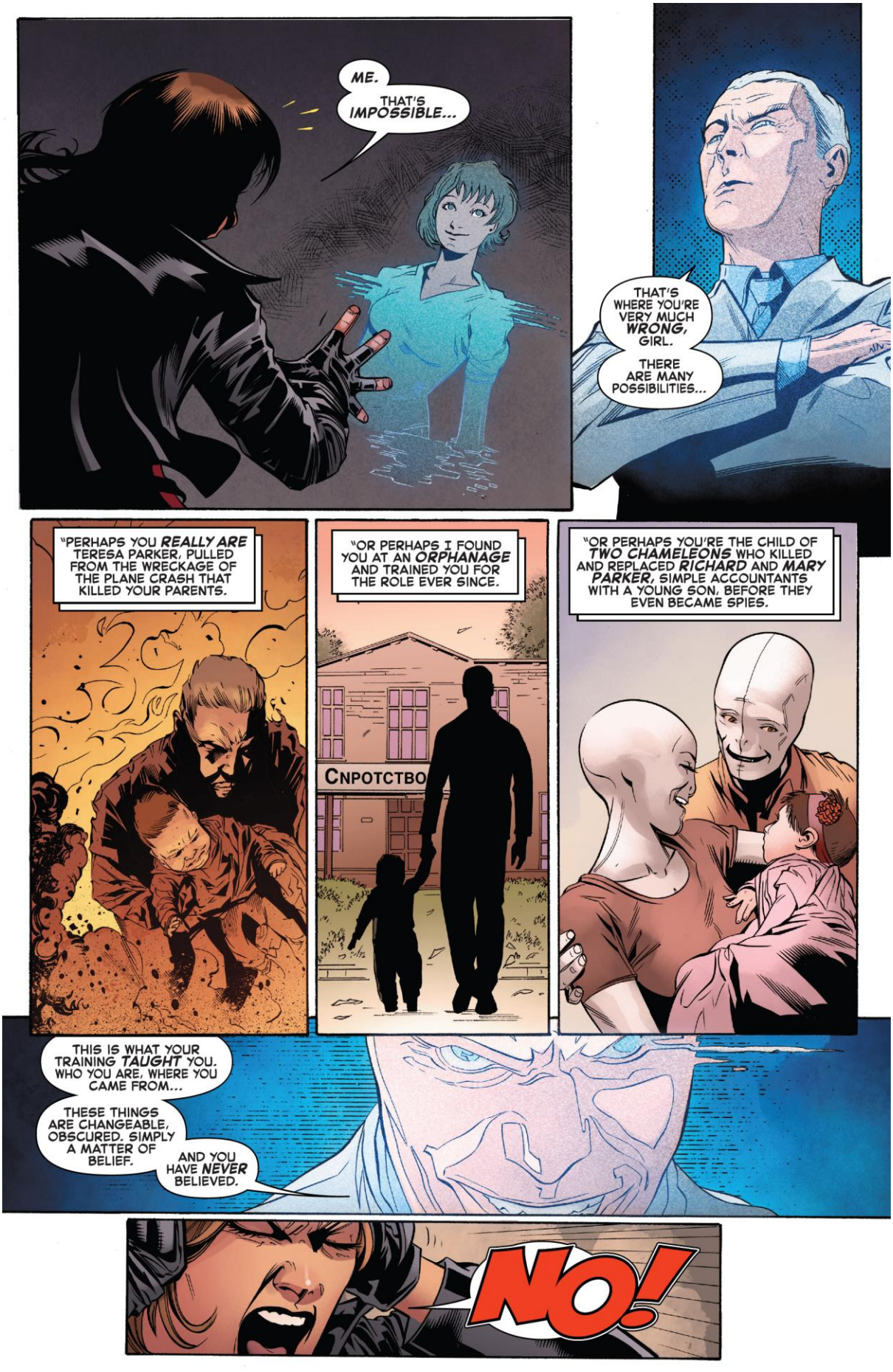
GEEZ.
WHAT A MESS OF CHAMELEONS *THIS* TURNED OUT TO BE.
DON'T LET THE CLAIRVOYANT GET AWAY!
GET AWAY FROM HIM, YOU *TRAITOROUS SCABS.*
THE CLAIRVOYANT BELONGS TO *THE FOREIGNER!*
SHOOOM
CHANCE! IF YOU'RE DONE *LICKING YOUR WOUNDS,* I COULD USE SOME *ASSISTANCE!*
ON IT.
AND, IF IT'S NOT *TOO MUCH* OF A BOTHER.
THE JOB WAS TO STEAL THE CATALYST.
THIS...THIS'LL COST YOU *EXTRA.*
GET THE *HUMAN ASSET* FROM SPIDER-MAN AND I'LL *DOUBLE* YOUR FEE.
DEAL.
"IT ENDS WITH *MANY--*

--BUT BEGINS WITH ONE.
DMITRI.
UNWANTED, NEGLECTED--
--ABUSED.
YOU'D GIVEN UP HOPE OF SOMETHING BETTER--
--UNTIL THE DAY A VISITOR ARRIVED.
I THOUGHT IT MIGHT BE HER. MOTHER...
BUT INSTEAD OF YOUR PAST RETURNING--

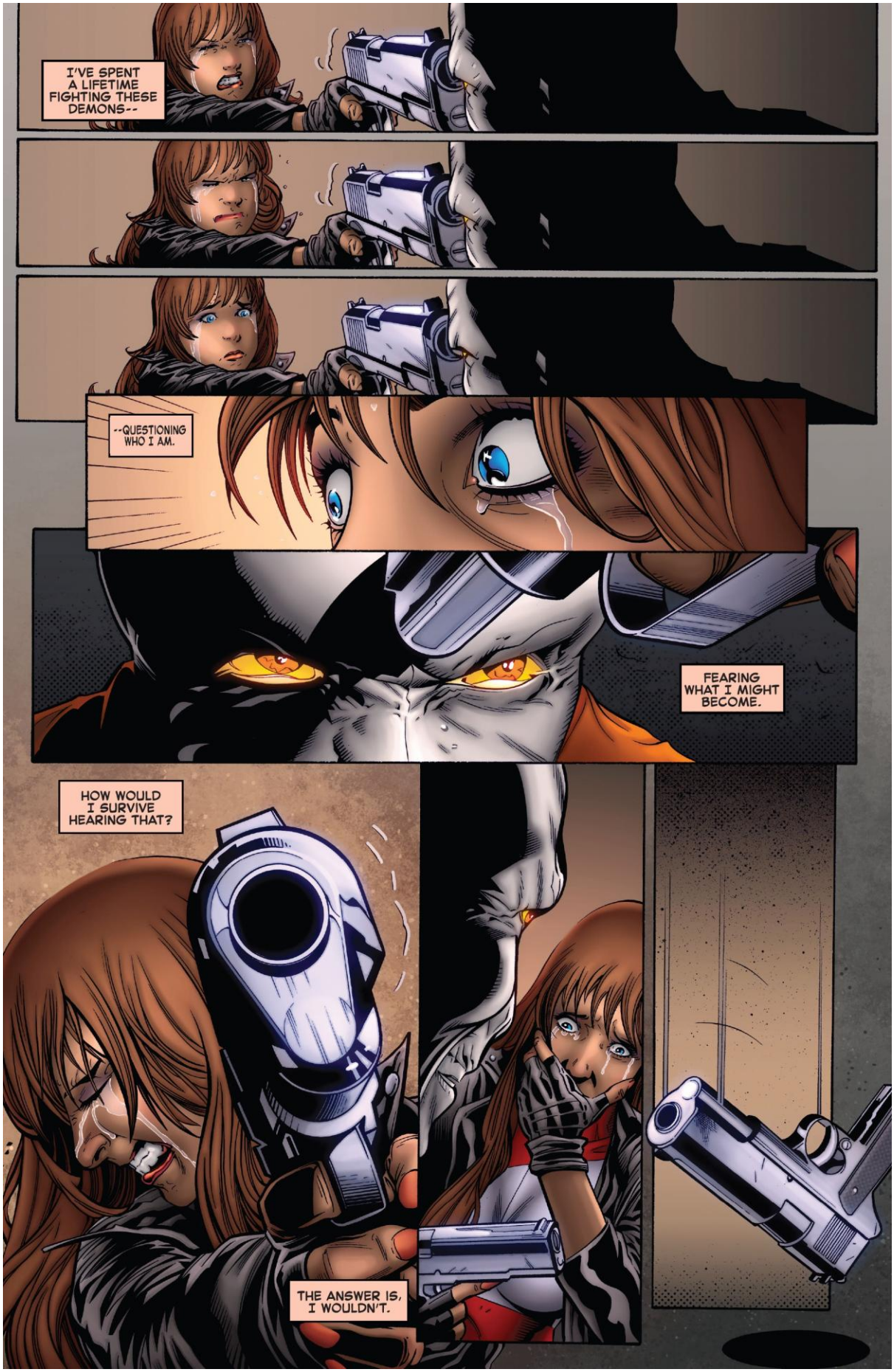
--YOUR FUTURE HAD ARRIVED.
EVEN AT THAT AGE, YOU SHOWED SO MUCH PROMISE. YOUR BRILLIANCE, YOUR IMPERSONATIONS--
--YOUR DISGUISES.
HELLO, DMITRI. MY NAME IS GUSTAV FIERS.
I'VE HEARD SO MUCH ABOUT YOU...
I LEFT THE KRAVINOFF ESTATE THAT DAY, NEVER TO RETURN.
I SAID GOODBYE TO NO ONE.
NOT EVEN MY BROTHER, SERGEI.

WHERE-- WHERE ARE WE NOW?!
THIS IS WHERE I LEARNED EVERYTHING.
THE TOOLS OF MY TRADE.
AND I WAS FAR FROM ALONE.
WAIT--
--I KNOW THIS PLACE.
YES... FAMILIAR, ISN'T IT?

A SCHOOL FOR THE COVERT ARTS, STUDENTS HANDPICKED FOR THEIR PROMISE BY THE SAME BENEFACTOR.
NO... THESE KIDS--I GREW UP WITH THEM. I *RECOGNIZE* THEM--
OR PERHAPS YOU ONLY *THINK* YOU DO.
NONE OF US ARE WHO WE SEEM TO BE, AFTER ALL.
THESE ARE CHILDREN TRAINED TO ONE DAY BE WHOEVER IS NEEDED.
"TITANS OF INDUSTRY.
"ELECTED LEADERS. OR PERHAPS JUST...
"...*DOUBLE AGENTS.*"
NO-- THAT'S-- THAT'S--


ME.
THAT'S IMPOSSIBLE...
THAT'S WHERE YOU'RE VERY MUCH WRONG, GIRL.
THERE ARE MANY POSSIBILITIES...
"PERHAPS YOU REALLY ARE TERESA PARKER, PULLED FROM THE WRECKAGE OF THE PLANE CRASH THAT KILLED YOUR PARENTS.
"OR PERHAPS I FOUND YOU AT AN ORPHANAGE AND TRAINED YOU FOR THE ROLE EVER SINCE.
"OR PERHAPS YOU'RE THE CHILD OF TWO CHAMELEONS WHO KILLED AND REPLACED RICHARD AND MARY PARKER, SIMPLE ACCOUNTANTS WITH A YOUNG SON, BEFORE THEY EVEN BECAME SPIES.
СИРОТСТВО
THIS IS WHAT YOUR TRAINING TAUGHT YOU. WHO YOU ARE, WHERE YOU CAME FROM...
THESE THINGS ARE CHANGEABLE, OBSCURED. SIMPLY A MATTER OF BELIEF.
AND YOU HAVE NEVER BELIEVED.
NO!

YOU'RE LYING. TRYING TO MANIPULATE ME--
CERTAINLY ANOTHER POSSIBILITY.
I KNOW WHO I AM-- I SAW IT.
"I SAW THE PICTURE."*
Mommy +
*NICK FURY HELPED TERESA FIND THIS PIC IN PPSSM #302! --NL
HH. THE PICTURE OF YOU AND YOUR MOTHER. ALL THE PROOF YOU NEED. YOU FOUND IT BY ACCIDENT, SO IT MUST BE REAL, YES?
BUT A CHAMELEON DISAPPEARS INTO THEIR ROLE. THEY LIVE UNAWARE OF THEIR TRUE NATURE, PROGRAMMED TO BELIEVE THE REALITY THAT IS REQUIRED OF THEM.
WHO'S TO SAY YOU DIDN'T PLANT THAT PHOTO YOURSELF, ONLY TO "DISCOVER" IT LATER?
OR PERHAPS YOU HAD SOME HELP.


I'VE SPENT A LIFETIME FIGHTING THESE DEMONS--
--QUESTIONING WHO I AM.
FEARING WHAT I MIGHT BECOME.
HOW WOULD I SURVIVE HEARING THAT?
THE ANSWER IS, I WOULDN'T.

--THAT'S SOMETHING TOO TERRIBLE TO FACE.

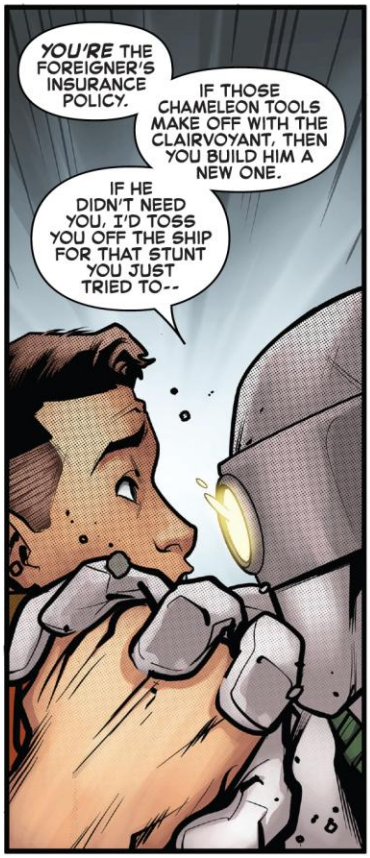
NGGGGGH...
NO! PLEASE, STOP!
RAAAAAH!
WITHOUT THE BATTERY--
SMASH
--WE HAVE NO POWER.
OH MY GOD...

"...YOU'VE JUST KILLED US ALL."
YOU FEEL THAT?
SOMEONE CUT THE POWER.
KRAK
WE'RE IN A 150-TON CASKET, HURTLING TOWARD MANHATTAN.
MAYBE WE SHOULD PICK THIS BACK UP AT A MORE OPPORTUNE TIME.
THWAK
NAH...
THUD
...THIS WORKS FOR ME.
IF I DON'T GET TO KILL YOU...

"...AT LEAST THE CRASH WILL."
LOOKS LIKE YOU FELLAS COULD USE A HAND MOVING THAT.
SPIDER-MAN!
YOU KNOW... FIGHTING A BUNCH OF BADDIES WHO'RE TRYING TO MURDER EACH OVER A COLLEGE KID'S SCIENCE PROJECT...
THWIP
...WHILE ABOARD A FLOATING CASINO THAT'S IN A FREE FALL TOWARD MANHATTAN WAS ON MY BAD-GUY BINGO CARD FOR THE WEEK.
SLAM
IRON MAN'S GONNA BE SO JEALOUS.
ALL RIGHT...
THWIP
...ONTO SAVING THE DAY PART TWO.

PLEASE, THE SHIP IS GOING TO CRASH.
WE NEED TO FIND A WAY OFF OR WE'RE ALL GOING TO DIE.
YEAH, WELL, I DON'T BRING YOU TO THE FOREIGNER. I'M DEAD ANYWAY.

THE REST OF THE FOLKS ONBOARD AREN'T MY PROBLEM.


YOU'RE THE FOREIGNER'S INSURANCE POLICY.
IF THOSE CHAMELEON TOOLS MAKE OFF WITH THE CLAIRVOYANT, THEN YOU BUILD HIM A NEW ONE.
IF HE DIDN'T NEED YOU, I'D TOSS YOU OFF THE SHIP FOR THAT STUNT YOU JUST TRIED TO--

WHITE RUSSIAN FOR THE MAN IN WHITE!
THWAK

I DON'T KNOW THAT SLYDE IS RUSSIAN, BUT HE OBVIOUSLY LIKES WHITE! ANYWAY, WE DON'T HAVE MUCH TIME.
I KNOW.

THINK YOU CAN USE THIS TO FIND US A WAY OUT?
YOU GOT THE CLAIRVOYANT BACK?
OF COURSE.

WE NEED TO HURRY.
ALMOST EVERY POSSIBILITY THE CLAIRVOYANT PRESENTS...
...SHOWS US CRASHING INTO MANHATTAN, WITH THOUSANDS OF CASUALTIES. US INCLUDED.
THERE'S A SLIM CHANCE THAT WE CAN PREVENT IT.
SLIM IS BETTER THAN NONE.
BY THE WAY. NED, MEET JAMIE. JAMIE, MEET NED. MAYBE WE'LL LIVE LONG ENOUGH TO ALL GET BRUNCH SOMETIME.
OKAY, IF I CAN TIE THE CLAIRVOYANT INTO THE POWER GRID, WE SHOULD BE ABLE TO POWER UP WITH JUST ENOUGH TIME TO AVOID IMPACT.
SOMEONE WILL HAVE TO PULL US OUT OF THE DIVE FROM THE COCKPIT THOUGH.
YOU GO, SPIDEY. I'LL MAKE SURE HE'S GOT ROOM TO WORK.
OH SURE, SEND THE GUY WHO'S NEVER FLOWN A FLOATING CASINO IN HIS LIFE.
I HOPE YOU KNOW WHAT YOU'RE DOING, KID.
YEAH...

"...I HAVE TO TRY."
BUNF
SRAM
NO TIME FOR YOU, CHAMELEOKINS.
TOO BUSY TRYING TO SAVE YOUR LIVES.
I DON'T KNOW IF I CAN HOLD THEM BACK MUCH LONGER!
JUST NEED A COUPLE MINUTES.
SORRY, SPIDER-MAN.
THIS AREA IS FOR CREW AND--
ACK!
SHAK
EVERYTHING OKAY BACK THERE?
YEAH...
"...I THINK SO."
SORRY, JACK O'LANTERN.
ALL OUT OF QUIPS AT THE MOMENT.
KRAK

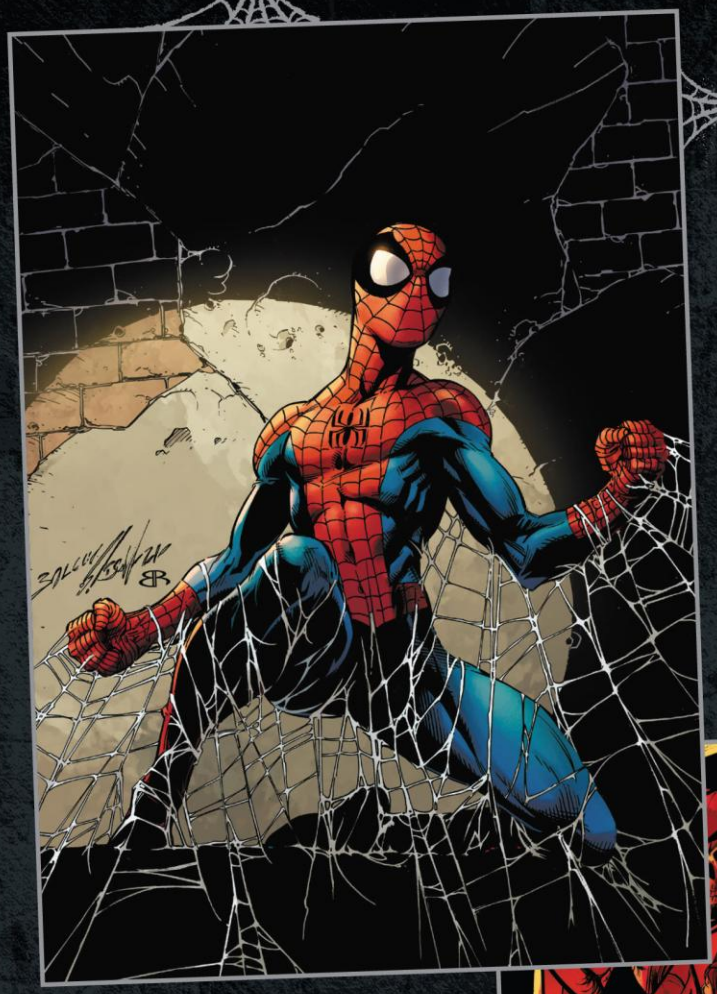
SHRAK
THERE!
GOOD JOB, KID!
SHOOOOM
"I JUST HOPE WE'RE IN TIME."
C'MOOOOOOOON...
...PLEASEDON'T CRASHPLEASEDON'T CRASHPLEASEDON'T CRASH.

TAP
YOU MENACE! IF YOU UPSET MY HYDRANGEAS, I WILL HUNT YOU DOWN AND MAKE YOU SUFFER!
SWOOSH
KASHOOOOM

TOLSTOY
SIGH
YOU DON'T HAVE TO LURK LIKE THAT, YOU KNOW. OUT WITH IT.
YOU KNOW WHAT I WANT.
THE SERUM.
I NEED ANOTHER DOSE.
TOLSTOY
HH. OF COURSE YOU DO. APPEARANCES AND ALL.
CAREFUL, CHAMELEON--

YOU KNOW I SEE YOUR TRUE FACE.
EASY, OSBORN. WE CAN MAKE A DEAL. IT'S ALWAYS A PLEASURE DOING BUSINESS--
--AGAIN.

NEXT:



AMAZING SPIDER-MAN #70

AND THEN:

SINISTER WAR #1

Let us know how we're doing!
Drop us a line at SPIDEYOFFICE@MARVEL.COM!
Be sure to mark it "Okay to print"!